

# **EXHIBIT 53**

Page 1

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

In the Matter of )  
                                )  
                                ) File No. C-08755-A  
SOLARWINDS, INC.         ) AMENDED 8-3-2022

WITNESS: Rani Johnson

PAGES: 1 through 233

PLACE: Securities and Exchange Commission  
175 W. Jackson Blvd.

DATE: Thursday, March 17, 2022

The above-entitled matter came on for hearing, via WebEx, pursuant to notice, at 11:01 a.m.

## Diversified Reporting Services, Inc.

(202) 467-9200

	Page 2		Page 4
1	APPEARANCES:		C O N T E N T S (CONT.)
2			2
3	On behalf of the Securities and Exchange Commission:		3 EXHIBITS: DESCRIPTION IDENTIFIED
4	WILLIAM BRAD NEY, ESQ.		4 139 10/31/19 SOC2 Executive Update 81
5	LORY STONE, ESQ.		5 140 4/15/20 Email 126
6	BENJAMIN BRUTLAG		6 141 5/22/20 Q2 2020 Quarterly Risk Review 96
7	ERA CALHOUN		7 143 9/20/19 9/2019 Ops Review 140
8	U.S. Securities and Exchange Commission		8
9	100 F Street, N.E.		9 188 9/25/19 Email and attachment 44
10	Washington, D.C. 20549		10 189 8/28/19 Email 46
11			11 195 5/1/20 Email 225
12	On behalf of the Witness:		12 196 Email 227
13	JULIE RIEWE, ESQ.		13 201 AD Authentication/Integration
14	ANNA MOODY, ESQ.		14 for Critical Systems 162
15	CHRISTIAN CLARK, ESQ.		15 202 Email 97
16	Debevoise & Plimpton		16
17	801 Pennsylvania Avenue NW		17
18	Washington, D.C. 20004		18
19	207-383-8000		19
20			20
21	AMY CANDIDO, ESQ.		21
22	Wilson Sonsini		22
23	One Market Plaza, Suite 3300		23
24	San Francisco, California 94105		24
25	415-947-2000		25
	Page 3		Page 5
1	C O N T E N T S		P R O C E E D I N G S
2	WITNESS	EXAMINATION	2 MR. NEY: We are back on the record at 11:01 a.m.
3	Rani Johnson	6	3 on March 17th, 2022.
4			4 My name is Brad Ney and with me from the
5	EXHIBITS: DESCRIPTION	IDENTIFIED	5 Commission are Lory Stone, Benjamin Brutlag and Era Calhoun.
6	1 Amended Formal Order	5	6 We're officers of the Commission for purposes of this
7	19 8/19 Security Compliance Quarterly	149	7 proceeding.
8	24 11/19 Security Compliance Quarterly	167	8 We are today resuming the testimony of Rani
9	25 2/20 Quarterly Risk Review	192	9 Johnson in the matter of SolarWinds, Inc., C-08755.
10	33 Q4 2020 Quarterly Risk Review	200	10 Would counsel for the witness please identify
11	34 Email	21	11 themselves for the record?
12	35 Security Vulnerability Review	171	12 MS. CANDIDO: This is Amy Candido from Wilson
13	46 9/3/20 Core IT-Netman Products RAF	211	13 Sonsini Goodrich & Rosati, for the witness Rani Johnson.
14	107 Subpoena	5	14 MS. RIEWE: And Julie Riewe, Anna Moody and
15	123 6/24/20 Email	205	15 Christian Clark from Debevoise also for Ms. Johnson.
16	124 6/24/20 Email	210	16 MR. NEY: Let the record reflect that a copy of
17	125 5/14/20 Email	216	17 the amended Formal Order of Investigation in this matter has
18	126 6/4/20 Email	219	18 been marked as Exhibit 1 and is available for examination
19	136 Email	13	19 during the course of this proceeding.
20	137 3/20/20 Security & Compliance Project		20 (SEC Exhibit No. 1 was
21	Business Justification	33	21 previously marked.)
22	138 6/28/19 Email	38	22 MR. NEY: Your testimony is pursuant to a
23			23 Commission subpoena, which has previously been marked as
24			24 Exhibit 107 in this matter.
25			25 (SEC Exhibit No. 107 was

<p style="text-align: center;">Page 206</p> <p>1      <b>Brown and his team to assist in the investigation; is that</b>      2      <b>correct?</b></p> <p>3      A    That's correct, yes.</p> <p>4      Q    <b>Okay. Is this email string how that issue came to</b>      5      <b>your attention?</b></p> <p>6      A    I had a one-on-one with Steven Hess, who was a      7      SCIP level under the DevOps team that I had recently      8      inherited. He made me aware in our meeting and I reached out      9      to Tim to understand where this was and what was happening.</p> <p>10     Q    <b>Okay. And so the first line of this email says</b>      11     (<b>garbled audio File 1007 10:06:05</b>) <b>gave me an overview." Is</b>      12     <b>that (garbled audio File 1007 10:06:07)</b> <b>the overview of the</b>      13     <b>issue?</b></p> <p>14     A    No. The one-on-one was a standing meeting I had      15     with him.</p> <p>16     Q    <b>I guess what I was asking was during that one-on-</b>      17     <b>one, where he brought this to your attention, did he give you</b>      18     <b>an overview of the issue?</b></p> <p>19     A    He provided me with his understanding of what was      20     happening. It was limited in scope and so I needed to have      21     the full scope of the investigation and so I engaged Tim.</p> <p>22     Q    <b>And what was the understanding that he gave you of</b>      23     <b>what was happening, as best you recall?</b></p> <p>24     A    I don't specifically recall. I knew that his      25     perspective, which is reasonably narrow for his scope of</p>	<p style="text-align: center;">Page 208</p> <p>1      A    Yes. I'm being literal a little bit because it is      2      a service on a server, servers.</p> <p>3      Q    <b>Okay. Where was that server hosted? Is that a</b>      4      <b>SolarWinds server?</b></p> <p>5      A    It is a -- I think -- I don't recall at this point      6      whether or not this server or service is -- was a Cloud      7      service or if it was on-prem. When I first came to know      8      Orion Improvement Program or Project, it was a server hosted      9      in an Austin data center. I do not know at this point where      10     that service lived.</p> <p>11     Q    <b>Okay. A server that was located in an Austin data</b>      12     <b>center, was that a SolarWinds data center in Austin?</b></p> <p>13     A    SolarWinds Does not own data centers, it's a      14     collocation facility.</p> <p>15     Q    <b>Were the servers -- were there other SolarWinds</b>      16     <b>servers that were hosted at that collocation facility?</b></p> <p>17     A    Yes, at some point. And I apologize, I'm not      18     trying to be difficult, Mr. Ney. The OIP server that I      19     remember was in something called TX1, which was an Austin-      20     based collocation facility where IT infrastructure primarily      21     was hosted. The OIP is not generally considered to be IT      22     infrastructure, but we do host some IT -- some non-IT      23     infrastructure. At the point where OIP became a -- you'll      24     see the difference in some of the signatures -- an on-prem      25     asset, the DevOps team was taking that asset and that might</p>
<p style="text-align: center;">Page 207</p> <p>1      responsibility, was not comprehensive enough. Steven runs      2      DevOps for the Cloud products. He was talking about a Core      3      IT product and so I needed to have a better understanding of      4      the Core part of the problem.</p> <p>5      Q    <b>Okay. And so what steps did you take to get that</b>      6      <b>better understanding?</b></p> <p>7      A    I reached out to Tim and asked him to investigate      8      and keep me briefed.</p> <p>9      Q    <b>What is your understanding -- this referred to an</b>      10     <b>SDL Orion Improvement Program, which I believe is also</b>      11     <b>referred to as OIP; is that right?</b></p> <p>12     A    Yes, OIP is the Orion Improvement Program, yes.</p> <p>13     Q    <b>And what is your understanding of what the Orion</b>      14     <b>Improvement Program is?</b></p> <p>15     A    It was a server that collected information related      16     to customers' usage of Orion.</p> <p>17     Q    <b>Okay. Was that server maintained on SolarWinds's</b>      18     <b>internal network?</b></p> <p>19     A    Can you give me more detail to that question?</p> <p>20     Internal network means a lot of things.</p> <p>21     Q    <b>I guess what I'm asking is was that a SolarWinds</b>      22     <b>server as opposed to a customer server?</b></p> <p>23     A    That was a SolarWinds service.</p> <p>24     Q    <b>Okay. I think you said that it was a server that</b>      25     <b>collected information about customers' systems; correct?</b></p>	<p style="text-align: center;">Page 209</p> <p>1      have moved into a service that was no longer in the Texas      2      data center. I just don't know where in process that was      3      because the asset itself, again outside of when ITS was being      4      managed not by IT team members.</p> <p>5      Q    <b>Okay. Earlier in this text string, there's a back</b>      6      <b>and forth on Bates page ending in 269097 and then 269096. In</b>      7      <b>the email from June 23rd on the Bates page ending 269097,</b>      8      <b>Tomas Vrabel asked "Do we have SDL process in force for Orion</b>      9      <b>Improvement Program server?" And then on the next page Paul</b>      10     <b>Gray responds to him and says "I don't believe we cover OIP</b>      11     <b>today with SDL, but we should."</b></p> <p>12     Are you familiar with any risks that would be      13     attendant to not covering OIP or the OIP server with an      14     enforcement SDL process?</p> <p>15     A    I'm out of my depth because I am not in the      16     development team.</p> <p>17     MS. RIEWE: So, don't speculate, Rani.</p> <p>18     MR. NEY: So do you know the answer.</p> <p>19     MS. RIEWE: If you know, you can answer, don't      20     speculate.</p> <p>21     BY MR. NEY:</p> <p>22     Q    <b>Do you know the answer to that?</b></p> <p>23     A    I certainly don't.</p> <p>24     MR. NEY: We're getting close to the end, I assume      25     we'll go for about another half hour max. My preference</p>

<p style="text-align: right;">Page 230</p> <p>1      actors initially accessed SolarWinds systems?</p> <p>2      A I never got a clear picture from my reading around 3      the timeline and the attack from public materials.</p> <p>4      MR. NEY: All right, I don't have any further 5      questions at this time. Do any of my SEC colleagues still on 6      line have any questions?</p> <p>7      MS. STORY: I do not thank you, Brad.</p> <p>8      MR. NEY: Ms. Johnson, before we go off the 9      record, are there any statements from today or your prior 10     testimony that you wish to clarify?</p> <p>11     THE WITNESS: No additional clarifications, no.</p> <p>12     MR. NEY: Okay. And Ms. Riewe, do you have any 13     additional clarifying questions at this time?</p> <p>14     MS. RIEWE: If we could just go off the record to 15     make sure and then we'll come back.</p> <p>16     MR. NEY: Okay, we are off the record at 7:30 p.m. 17     on March 17th.</p> <p>18     (A short recess 19 20 21     was taken.)</p> <p>22     MR. NEY: We are back on the record at 7:36 p.m. 23     on March 17th, 2022.</p> <p>24     Ms. Riewe, before we went off the record, I had 25     inquired whether you had any clarifying questions at this</p>	<p style="text-align: right;">Page 232</p> <p>1                    PROOFREADER'S CERTIFICATE</p> <p>2</p> <p>3      In the Matter of: SOLARWINDS, INC.</p> <p>4      Witness: Rani Johnson</p> <p>5      File Number: C-08755-A</p> <p>6      Date: Thursday, March 17, 2022</p> <p>7      Location: Chicago, Illinois</p> <p>8</p> <p>9                    This is to certify that I, Christine Boyce, 10                    (the undersigned), do hereby certify that the foregoing 11                    transcript is a complete, true and accurate transcription 12                    of all matters contained on the recorded proceedings of 13                    the investigative testimony.</p> <p>14</p> <p>15</p> <hr/> <p>16</p> <p>17                    (Proofreader's Name)                    3-30-2022</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
<p style="text-align: right;">Page 231</p> <p>1      time. Do you?</p> <p>2      MS. RIEWE: I do not.</p> <p>3      MR. NEY: Okay. We are adjourned for today. Let 4      me grab what I have to read you.</p> <p>5      Ms. Johnson, we have no further questions for you 6      at this time.</p> <p>7      We may, however, call you again to testify in 8      this investigation.</p> <p>9      If that should become necessary we will 10     contact you through your counsel. We say that to everyone, 11     so that doesn't mean we are going to call you back. Just so 12     you know.</p> <p>13     And we are off the record at 7:35 p.m. on March 14     17th, 2022.</p> <p>15     (Whereupon, at 7:35 p.m., the examination was 16     concluded.)</p> <p>17     * * * * *</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p style="text-align: right;">Page 233</p> <p>1                    REPORTER'S CERTIFICATE</p> <p>2</p> <p>3      I, Jemima Nobleza Euell, reporter, hereby certify 4      that the foregoing transcript is a complete, true 5      and accurate transcript of the meeting indicated, held on 6      3-17-22, at Chicago, Illinois, in the matter of: 7      SOLARWINDS, INC.</p> <p>8</p> <p>9      I further certify that this proceeding was recorded by me, 10     and that the foregoing transcript has been prepared under 11     my direction.</p> <p>12     3-30-2022</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>